

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	Chapter 11
	:	
General Motors Corporation, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----	X	

**SUPPLEMENTAL DECLARATION OF WILLIAM C. REPKO
IN SUPPORT OF DEBTORS'
PROPOSED DEBTOR IN POSSESSION FINANCING FACILITY**

I, William C. Repko, make this Supplemental Declaration under 28 U.S.C. § 1746 and state:

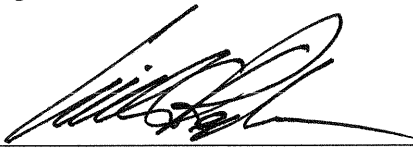
1. I am a Senior Managing Director with Evercore Group L.L.C. (together with its wholly-owned subsidiaries, agents, independent contractors and employees, "Evercore"), financial advisor to General Motors Corporation and the other above-captioned debtors and debtors in possession (collectively the "Debtors" and, together with their non-debtor affiliates, "GM"). I am the same William C. Repko who filed a declaration, dated May 31, 2009 (the "Declaration"), in support of the request of the Debtors that the Court approve the proposed debtor in possession financing as more fully described in the Motion of Debtors for Entry of an Order Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364 (i) Authorizing the Debtors to Obtain Postpetition Financing, Including

on an Immediate, Interim Basis; (ii) Granting Superpriority Claims and Liens; (iii) Authorizing the Debtor to use Cash Collateral; (iv) Granting Adequate Protection to Certain Prepetition Secured Parties; (v) Authorizing the Debtor to Prepay Certain Secured Obligations in Full Within 45 Days; and (vi) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001¹.

2. I file this Supplemental Declaration to update Evercore's compensation for the Delphi Engagement, as discussed in paragraph 17 of the Declaration. Specifically, in addition to the total fees of \$5.5 million and reimbursed expenses in the amount of \$76,888 for all services rendered related to the Delphi Engagement prior to the commencement of the Debtors' Chapter 11 case, on May 27, 2009, Evercore received an additional fee of \$500,000 and payment of expenses of \$20,000 for services related to the engagement. Additional compensation may be earned under the Delphi Engagement in certain circumstances.

I declare under penalty of perjury that the foregoing statements are true and correct.

Executed on June 4, 2009



William C. Repko

¹ Unless otherwise defined in this Supplemental Declaration, capitalized terms shall have the same meaning as in the Declaration.